

TELECOMMUNICATIONS FACILITIES EXCHANGE AGREEMENT

AGREEMENT (the "Agreement") made and entered into as of November 28TH, 2016, by and between the City of Sioux City, Iowa (the "City"), Woodbury County, Iowa (the "County"), Siouxland Tri-State Area Radio Communications ("Starcomm") and Long Lines Metro, LLC, a Delaware limited liability company, ("Long Lines").

Background

A. The County has installed underground conduit from the Martin Luther King fiber optic room at 501 Nebraska Street to the Sioux City Police Department at 601 Douglas Street as part of the Siouxland Tri-State Radio Communications ("Starcomm") fiber network which is currently occupied with one (1) one hundred forty-four (144) count fiber optic cable, as show on the Attachment A.

B. The County has installed underground conduit from the Martin Luther King fiber optic room at 501 Nebraska Street to 5th Street and Jennings Street as part of the Siouxland Tri-State Radio Communications ("Starcomm") fiber network which is currently occupied with one (1) two hundred eighty-eight (288) count fiber optic cable, as show on the Attachment B.

C. The City has installed underground conduit from 5th Street and Jennings Street to the 6th floor of the Orpheum Building at 528 Pierce Street as part of the City of Sioux City ("City") fiber network which is currently occupied with a one hundred eight (108) count fiber optic cable, as shown on the Attachment C.

D. Long Lines has a fiber optic network from the Long Lines infrastructure to the Starcomm Communications tower located at 2100 Platte Road in Homer, Nebraska.

Terms

NOW, THEREFORE, the parties agree as follows:

1. Obligations of the County.

(a) The County will own, operate and maintain the existing County Conduit described in Background Paragraphs A and B.

(b) Grant of Rights to Long Lines. The County grants Long Lines the use of two (2) dark fibers between 5th Street and Jennings Street to the Martin Luther King Building as described in Paragraph B and the use of two(2) dark fibers from the Martin Luther King fiber room to the Police Department as described in Paragraph A.

(c) The County (Starcomm) will provide and install one (1) fiber optic conduit from the Long Lines fiber optic vault to the Starcomm Homer tower building as described in Attachment D.

2. Obligations of the City

(a) The City will own, operate and maintain the existing City Conduit described in Background Paragraph C.

(b) Grant of Rights to Long Lines. The City grants Long Lines the use of two (2) dark fibers between 5th Street and Jennings Street to the 6th Floor of the Orpheum Building as described in Paragraph C.

3. Obligations of Long Lines.

(a) Long Lines shall provide, install, splice and maintain one (1) fiber optic cable from the Long Lines Fiber optic vault into the Starcomm Homer Tower building within the Starcomm provided conduit as described in attachment D.

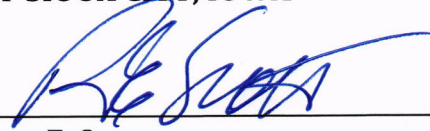
(b) Long Lines shall provide, maintain and monitor one (1) gigabit IP network connection from the Starcomm radio tower as described in Paragraph D to the Starcomm radio tower located at Western Iowa Tech Community College at 4647 Stone Avenue in Sioux City, for the use of Starcomm to have a dedicated network connection to the Starcomm radio system.

(c) For the entire period that Long Lines operates on the fiber described terms 1 and 2, Long Lines will provide the network connection as described in terms 3(a).

4. Miscellaneous. This Agreement, and any related written agreement that expressly references this Agreement, constitutes the entire Agreement of the parties with respect to the conduits, ducts, fiber and Long Lines facilities, and the parties' rights and obligations with respect thereto and supersedes and cancels all prior discussions, arrangements, or agreements, written and oral, with respect to those subjects.

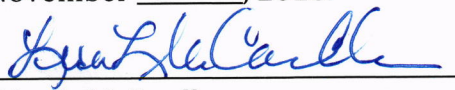
IN WITNESS WHEREOF the parties have executed this Agreement as of the date first above written.

CITY OF SIOUX CITY, IOWA


By 
Robert E. Scott
Mayor of Sioux City, Iowa

Certification of City Clerk:

I, Lisa L. McCardle, certify that I am the City Clerk of the City of Sioux City, Iowa, and that Mayor Robert E. Scott, who executed this Agreement for and on behalf of the City, was duly authorized and empowered to do so as of November 28TH, 2016.

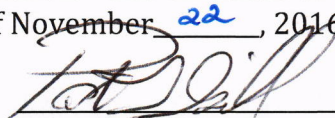

Lisa L. McCardle,
City Clerk of the City of Sioux City, Iowa

WOODBURY COUNTY, IOWA

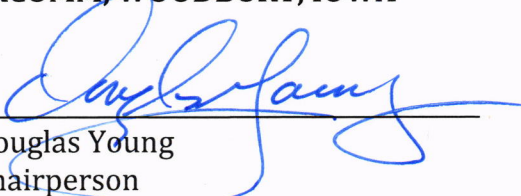
By 
Jeremy Taylor
Chairperson

Certification of County Auditor:

I, Patrick Gill, certify that I am the County Auditor of the Woodbury County, Iowa and that Jeremy Taylor, who executed this Agreement for and on behalf of the County, was duly authorized and empowered to do so as of November 22, 2016.

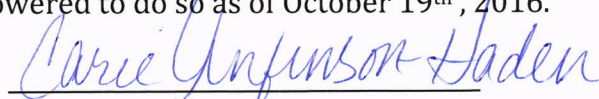

Patrick Gill
Woodbury County Auditor

STARCOMM, WOODBURY, IOWA

By 
Douglas Young
Chairperson

Certification of Starcomm:

I, Carrie Anfinson-Haden, certify that I am the Administrative Secretary for Starcomm and that Chairperson Douglas Young, who executed this Agreement for and on behalf of Starcomm, was duly authorized and empowered to do so as of October 19th, 2016.


Carie Anfinson-Haden,
Administrative Secretary for Starcomm

LONG LINES METRO, L.L.C.

Date: 11/14/16

By Paul Bergmann
Paul Bergmann
Project Manager

STATE OF Iowa)
COUNTY OF Woodbury) : ss

On this 14th day of November, 20 16 before me,
the undersigned a Notary Public in and for said County and State, personally appeared

Paul Bergmann

to me known to be the identical person named in and who executed the foregoing instrument, and
acknowledged that they executed the same as their voluntary act and deed.

(SEAL)

Jennifer L Cramer Woodbury IA
NOTARY PUBLIC in and for said COUNTY and STATE



Attachment A



Attachment B



Attachment C



Attachment D

